

# INDOWIND ENERGY LIMITED



## POSTAL BALLOT NOTICE

[PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Members,

In continuation to the Notice of Postal Ballot issued to the members of Indowind Energy Limited on 31<sup>st</sup> October 2023, e-voting that concluded on 30<sup>th</sup> November 2023 and consequent to the observations received from the National Stock Exchange Limited and BSE Limited, the Company, through this communication, wishes to circulate this notice to the Shareholders, addressing the observations of the above-mentioned exchanges

**NOTICE** is hereby given pursuant to the Sections 108 and 110 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act), including any statutory modifications or re-enactments thereof for the time being in force and other applicable provisions, if any, read with the General Circular No.09/2023 dated September 25, 2023 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred to as "SEBI Listing Regulations" and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, approval of the Members is sought via Postal Ballot through e-voting only (Voting through Electronic means) for the businesses specified in this notice.

Members may take note that in compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent (a) through Electronic mail to the Members whose email IDs are registered in the records of depository participants / the company and (b) in physical mode through speed post/registered post to the members whose email IDs are not registered with the Company/Depositories. If shareholders e-mail address is not registered with the Company/Depository, please follow the process provided in the E-voting instructions annexed to the notice to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would take place through the remote e-voting system only. Physical copy of Postal Ballot Form and pre-paid business reply envelope will not be sent to the members.

The resolutions to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Act, setting out the material facts and reasons thereto, for this purpose are being sent to the members through e-mail. The Company is pleased to provide the remote e-voting facility for voting through 'electronic means' to enable members for casting their votes by selecting appropriate options for the Resolution, in accordance with the provisions of the Act and Regulation 44 of SEBI Listing Regulations.

In accordance with Regulation 44 of SEBI Listing Regulations and in terms of Sections 108 and 110 of the Act and the Rules made thereunder, the Company for this purpose, has engaged Central Depository Services (India) Limited (CDSL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the Resolutions.

Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the **cut-off date i.e. 27/10/2023** will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

The remote e-voting period commences on **Thursday, 11/01/2024, at 9:00 a.m. and ends on Friday, 09/02/2024 at 5:00 p.m.** The remote e-voting module shall be disabled for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the

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Company's website at [www.indowind.com](http://www.indowind.com) , website of stock exchange (BSE Limited) at ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).

The Board of Directors in its meeting held on 08/01/2024 has appointed M/s. KRA&ASSOCIATES, Practicing Company Secretary, as scrutinizer (the "Scrutinizer") to conduct the postal ballot voting process in a fair and transparent manner. The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer's Report will be made available on the website of the Company at [www.indowind.com](http://www.indowind.com) and it will be submitted to BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where the shares of the Company are listed, within 2 working days from 09/02/2024. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. 09/02/2024. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

## SPECIAL BUSINESSES

### Item No.1

#### ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of **Section 42, 23(1)(b), 62(1)(c)**, and other applicable provisions of the Companies Act, 2013 and read with Companies (**Prospectus and Allotment of Securities**) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) made thereunder and in accordance with the provisions of Memorandum and Articles of Associations of the Company, **SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Chapter VII "Preferential Issue"** and other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended "Takeover Regulations") and any other applicable rules, notifications and guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities, and subject to the approvals, permissions, and sanctions, and consent as may be necessary from any regulatory and other appropriate authorities and all such other approvals as may be required, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board") to create, issue, offer and allot in one or more tranches up to **2,25,00,000 CONVERTIBLE WARRANTS** at an issue price of **Rs. 17.50/warrant**, to be issued on preferential basis to Promoter & Promoter Group and to Non-Promoters Investors, which shall be converted into Equity Shares of Rs. 10/- (Rupees Ten) each, so that the warrant holders shall get one equity shares against one warrant on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws. The details of the allottees are as per explanatory statement.

**RESOLVED FURTHER THAT** the Equity Shares allotted on exercise of the Warrants shall upon conversion rank paripassu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

**RESOLVED FURTHER THAT** in accordance with the provisions of **SEBI ICDR Regulations, 2018** the "Relevant Date for the purpose of calculating the price for the issue of warrants pursuant is **31<sup>st</sup> October 2023**,

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**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.
- VIII) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation;

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of warrants, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE and BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services(India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries, merchant bankers and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilization of proceeds of the securities, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .”

**RESOLVED FURTHER THAT** the Board be and is hereby authorize the Company Secretary of the company to conduct postal ballot process and sign and send the Notice along with other documents.”

**For INDOWIND ENERGY LIMITED**

**Date: 08/01/2024**

**Place: Chennai**

**RACHANA HINGAR  
COMPANY SECRETARY  
ACS NO. 20863**

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act, 2013
- 2) Instructions for Electronic Voting (Remote E-Voting).

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES

The following explanatory statement sets out all the material facts relating to the special businesses mentioned in the notice dated 08<sup>th</sup> January 2024 and shall be taken as forming part of the notice.

**In our previous postal ballot notice dated 31<sup>st</sup> October 2023, the pricing for preferential warrants was arrived at Rs.16. However, consequent to the effects given in addressing the observations made by the exchanges and also change in the list of proposed allottees and quantum of warrants being issued, the pricing of warrants now stands fixed at Rs.17.50/warrant as per ICDR Regulations. The approval of shareholders is sought for, for this special business.**

As per Section 62(1)(c) and 42 of the Companies Act, 2013 and SEBI (Issue of capital and Disclosure requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), approval of shareholders in the general meeting by way of special resolution is required for allotment of warrants convertible into Equity Shares on preferential basis. The relevant disclosures as required in terms of the SEBI (ICDR) Regulations and Rule 13(2) (d) the Companies (Share Capital and Debentures) Rules 2014 are as under:

S.No	PARTICULARS	EXPLANATION
1.	objects of the preferential issue	<ul style="list-style-type: none"> <li>• Project Expansion</li> <li>• Repayment of existing loan of the company</li> <li>• Working capital</li> <li>• General corporate purpose</li> </ul>
2.	i. maximum number of specified securities to be issued	2,25,00,000 WARRANTS
	ii. the price at which the allotment is proposed; and basis on which the price has been arrived at along with report of the registered valuer;	<p>Rs.17.50/warrant each convertible into one Equity Share of Rs. 10/- (Rupees Ten) at a premium of Rs.7.50.</p> <p>The price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:</p> <p>(i) Ninety trading days' volume weighted average price of the equity shares quoted on the stock exchange preceding the relevant date; or</p> <p>(ii) Ten trading days' volume weighted average prices of the equity shares quoted on the stock exchange preceding the relevant date.</p> <p>Explanation:                      "Relevant date" means the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting which shall be considered as date of general meeting convened in that behalf.</p> <p>The Company has also obtained a valuation report from an independent registered valuer to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential</p>

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		issue. The valuation report shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 PM and shall also be available on website of the Company at <a href="http://www.indowind.com">www.indowind.com</a> .
	iii. relevant date with reference to which the price has been arrived	31 <sup>st</sup> OCTOBER 2023.
	iv. the class or classes of persons to whom the allotment is proposed to be made	Promoter, Promoter Group and Others as mentioned in <b>Annexure 1</b> .
3.	intent of the promoters, directors, key managerial personnel or senior management] of the issuer to subscribe to the offer	The intent of promoters and promoters group in the Preferential Issue is to contribute to the objects specified herein above.
4.	shareholding pattern of the issuer before and after the preferential issue	<b>As per Annexure 2.</b>
5.	time frame within which the preferential issue shall be completed	The allotment of equity shares pursuant to exercise of options attached to the warrants shall be completed within 15 days from the date of such exercise by the Proposed Allottees.
6.	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	<b>As per Annexure 1.</b>
7.	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.	<ul style="list-style-type: none"> <li>Promoter, Mr.Bala Venckat Kutti is the Ultimate Beneficial Owner for the promoter group companies in the proposed allottees list .(Loyal Credit Investments Ltd. &amp; Soura Capital Private Limited )</li> <li>Mr.Rajesh Sharma is the Ultimate Beneficial Owner of Capri Global Holdings Pvt. Ltd.</li> <li>Tusharbai is the Ultimate Beneficial Owner of Tusharbai shamjibhai patle huf.</li> </ul> <p>Apart from these there are no ultimate beneficial owners applicable in the list of proposed allottees.</p>
8.	Undertaking that the issuer shall re-compute the price of the specified securities; and undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees	<p>The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so.</p> <p>The Company further undertakes that if the amount payable on account of the recomputation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.</p>
9.	Disclosure in case of wilful defaulter	Neither the Company, nor its directors or promoters

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	or a fraudulent borrower	have been declared as wilful defaulter or a fraudulent borrower as defined under Regulation 2(III) of the SEBI ICDR Regulations.
10.	the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter	The current and proposed status of allottees post the preferential issue are disclosed in Annexure 1 divided into Promoter & Promoter Group and Public Category.
11.	Certificate of practicing Company secretary	A copy of the certificate from a Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations shall be open for inspection at the registered office of the Company during business hours on all working days, and shall also be available on website of the Company at <a href="http://www.indowind.com">www.indowind.com</a> .
12.	the change in control, if any, in the company that would occur consequent to the preferential offer;	There will be no change in control.
13.	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;  the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	NOT APPLICABLE
14.	Compliances	The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.
15.	Other disclosures	<ul style="list-style-type: none"> <li>• The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;</li> <li>• The Company is in compliance with the conditions for continuous listing;</li> <li>• No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year</li> <li>• The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise</li> </ul>

		<p>through a Special Resolution.</p> <ul style="list-style-type: none"> <li>• None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations</li> <li>• The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.</li> <li>• The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the postal ballot seeking shareholders' approval by way of special resolution.</li> <li>• Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations.</li> <li>• None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.</li> <li>• The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.</li> <li>• The compliance with respect to Regulation 3 of SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 is not applicable as the proposed preferential issue is within the triggering limits.</li> </ul>
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The directors recommend the resolutions for your approval.

None of the director and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the Resolution.



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## ANNEXURE - 1 (LIST OF PROPOSED ALLOTTEES)

S.No	Name	No. Of Convertible Warrants	Amount	Post Shareholding %
<b>Non-Promoter Category</b>				
1	Capri Global Holdings Pvt. Ltd.	30,00,000	5,25,00,000	2.31
2	SWYOM India Alpha Fund	5,80,000	10150000	0.44
3	Chirag Gupta	1,50,000	26,25,000	0.11
4	Sawan Gupta	1,00,000	17,50,000	0.07
5	Rachna Shah	1,00,000	17,50,000	0.07
6	Abhishek Goyal	50,000	8,75,000	0.03
7	Premlatha anchalia	2,00,000	35,00,000	0.15
8	Vishal kumaranchalia	2,00,000	35,00,000	0.15
9	Tusharbai shamjibhai patle huf	2,00,000	35,00,000	0.15
10	Kuldeep Gordhanbhai Ramani	2,50,000	43,75,000	0.19
11	Nikunj Kishorilal Sanganeria	1,00,000	17,50,000	0.07
12	Pratik RajendraKumar Choudhary	1,50,000	26,25,000	0.11
13	Pamela Manoj Desai	1,20,000	21,00,000	0.09
14	Shweta Manoj Desai	1,00,000	17,50,000	0.07
15	Nidhi Vivek Gandhi	2,00,000	35,00,000	0.15
16	Sneha Kalani	1,00,000	17,50,000	0.07
17	Inderjeet Rao	50,000	8,75,000	0.03
18	HemaJalan	1,00,000	17,50,000	0.07
19	Pradeep Kumar Bhora	50,000	8,75,000	0.03
20	Nishchal Kumar Jalan	50,000	8,75,000	0.03
21	Navin Khubchand Lund	2,50,000	43,75,000	0.19
22	Vishwa Raman Nirmal	7,00,000	1,22,50,000	0.68
23	Manjit Singh Sachdeva	6,00,000	1,05,00,000	0.46
24	Kanya Wind Farms Private Ltd	35,00,000	6,12,50,000	2.69
	(A)	<b>1,09,00,000</b>	<b>19,07,50,000</b>	<b>8.39</b>

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Promoter / Promoter Group				
25	Bala Venkat Kutti	30,00,000	5,25,00,000	8.17
26	Loyal Credit Investments Ltd.	40,00,000	7,00,00,000	9.91
27	Soura Capital Private Limited	45,00,000	7,87,50,000	18.51
28	K.S.Ravindranath	50,000	8,75,000	1.49
29	Kanchanamala	50,000	8,75,000	0.03
	(B)	1,16,00,000	20,30,00,000	8.93
	(A+B)	2,25,00,000	39,37,50,000	17.32

## ANNEXURE - 2 - SHAREHOLDING PATTERN (SHP) - PRE & POST ISSUE

SL No	Category	Pre-issue		Post-issue (17.50 rupees)	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoter &amp; Promoter Groups</b>				
1	<i>Indian</i>				
	<i>Individual</i>	1,03,02,628.00	9.60	1,34,02,628	10.32
	<i>Bodies corporate</i>	4,34,27,195.00	40.46	5,19,27,195	39.99
	<b>Sub-total</b>	5,37,29,823.00	50.06	6,53,29,823	49.54
2	<b>Foreign promoter Group</b>	7,56,000.00	0.70	7,56,000.00	0.58
	<b>Sub-total (A)</b>	<b>5,44,85,823.00</b>	<b>50.76</b>	<b>6,60,85,300</b>	<b>50.89</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1	<i>Institutional investors</i>	24,075.00	0.02	24,075.00	0.01
2	<i>Non-institution</i>				
	<i>Private corporate bodies</i>	9,66,407.00	0.90	74,66,407	5.75
	<i>Directors and relatives</i>	12,102	0.01	12,102	0.01
	<i>Indian public</i>	49604679	46.21	5,32,25,202	41
	<i>others (including NRIs)</i>	22,41,694.00	2.09	30,21,694	2.33
				-	
	<b>Sub-total (B)</b>	<b>5,28,48,957.00</b>	<b>49.24</b>	<b>6,37,49,480</b>	<b>49.11</b>
	<b>GRAND TOTAL</b>	<b>10,73,34,780.00</b>	<b>100.00</b>	<b>12,98,34,780</b>	<b>100.00</b>

For the limited purpose of disclosing the possible shareholding pattern post allotment of the Equity Shares under Conversion of Warrants into Equity Shares through Preferential Allotment, it is assumed that a maximum of **2, 25, 00,000** number of Warrants may be issued under the Preferential Allotment, considering the price per warrant convertible into Equity Shares to be issued is assumed at Rs.17.50 which is determined in accordance with the SEBI Regulations. The shareholding pattern post Preferential Allotment will be as per the above table assuming full subscription at conversion price.

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## CDSL e-Voting System – For Remote e-voting

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

(i) The voting period begins on Thursday, 11<sup>th</sup> January 2024 at 9:00 a.m. and ends on Friday, 09<sup>th</sup> February 2024 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27<sup>th</sup> October 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The results will be announced within 2 working days of end date of postal ballot at the websites of the stock exchanges where the company is listed and at the website of company at [www.indowind.com](http://www.indowind.com).

(ii) Pursuant to SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided

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	<p>to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant</p>

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their Depository Participants (DP)	registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

## Step 2 :

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) . Shareholders who have not updated their PAN with the Company/Depository

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	Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for INDOWIND ENERGY LIMITED on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on

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- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same..
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [gkrkgram@yahoo.com](mailto:gkrkgram@yahoo.com) and [contact@indowind.com](mailto:contact@indowind.com) (designated email address of the company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id viz. [cg.contact@indowind.com](mailto:cg.contact@indowind.com) and [bhagwan@bigshareonline.com](mailto:bhagwan@bigshareonline.com).

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33